FORM D

SEC 1972 (5-05)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 2049

DEC 0 7 2006

RECEIVED

OMB APPROVAL

3235-0076 MB Number: April 30, 2008

stimated average burden bours per response. 16.00

FORM D

NOTICE OF SALE OF SECURITY **PURSUANT TO REGULATION SECTION 4(6), AND/OR**

UNIFORM LIMITED OFFERING EXEMPTION

SEC	USE ONLY 1	
Prefix	Serial	
ļ	l l	
DA	TE RECEIVED	
1	1	

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Limited Partner Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	. I IDDIN ATUR DOM TEUR DOM STAR DOM STAR DURA DOM SED
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Paradigm Strategic Energy Fund II, LP	<u>(</u> 06064156
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
2204 Timberloch Place, Suite 280, The Woodlands, Texas 77387	(281) 367-8808
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
Paradigm Strategic Energy Fund II, LP will invest primarily in oil and gas interests in the onshore U.S. Gulf Coa in geological and geophysical data related to the oil and gas interests. The Fund will also produce and market produce and mark	st and offshore U.S. Gulf of Mexico areas, as well as duction from the oil and gas interests.
Type of Business Organization	
그 뭐	blease specify):
	PROCESSED
Actual or Estimated Date of Incorporation or Organization: 1 1 01 6 Actual Estimated	mated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	* UEC 18 2006
CN for Canada; FN for other foreign jurisdiction)	DE
GENERAL INSTRUCTIONS Federal:	FINANCIAL
	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	A notice is deemed filed with the U.S. Securities
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 1549. It is signed. Any copies not manually signed must be 15th or the name of the issuer and offering, any changes
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supp	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 1549. It is signed. Any copies not manually signed must be 15th or the name of the issuer and offering, any changes
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously suppose the filed with the SEC.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 1549. It is signed. Any copies not manually signed must be 15th or the name of the issuer and offering, any changes
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously suppost be filed with the SEC. Filling Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for states.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supposite filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sull LOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Secretary in the s	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549. Is signed. Any copies not manually signed must be yes in the name of the issuer and offering, any changes lied in Parts A and B. Part E and the Appendix need ales of securities in those states that have adopted securities Administrator in each state where sales
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously suppose tiled with the SEC. Filling Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for state: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for state is not be an adopted this form. Issuers relying on ULOE must file a separate notice with the state to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549. Is signed. Any copies not manually signed must be yes in the name of the issuer and offering, any changes lied in Parts A and B. Part E and the Appendix need ales of securities in those states that have adopted securities Administrator in each state where sales of the exemption, a fee in the proper amount shall
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously suppose filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sull DE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Sare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549. Is signed. Any copies not manually signed must be yes in the name of the issuer and offering, any changes lied in Parts A and B. Part E and the Appendix need ales of securities in those states that have adopted securities Administrator in each state where sales in the exemption, a fee in the proper amount shall
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the information requested in Part C, and any material changes from the information previously suppose to filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for suppose the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed. ATTENTION	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 1549. It is signed. Any copies not manually signed must be 1549 by sig
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only reportered, the information requested in Part C, and any material changes from the information previously suppose thereto, the information requested in Part C, and any material changes from the information previously suppose the filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for suppose the properties of the manually file a separate notice with the same to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed. ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exampropriate federal notice will not result in a loss of an available state exemption unless of the payment of the care to be appropriate federal notice will not result in a loss of an available state exemption unless of the federal notice will not result in a loss of the federal exampropriate federal notice will not result in a loss of an available state exemption unless of the federal noti	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 1549. It is signed. Any copies not manually signed must be 1549. In the name of the issuer and offering, any changes 1549 in Parts A and B. Part E and the Appendix need 1549 in Parts A and B. Part E and the Appendix need 1540 in Parts A and B. Part E and the Appendix need 1540 in Parts A dministrator in each state where sales or the exemption, a fee in the proper amount shall 1540 The Appendix to the notice constitutes a part of 1540 in Parts A dministrator in each state where sales are the exemption, a fee in the proper amount shall 1540 in Parts A dministrator in each state where sales are the exemption. Conversely, failure to file the
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only reportereto, the information requested in Part C, and any material changes from the information previously suppose the filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sull OE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the State of the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law, this notice and must be completed. ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 1549. It is signed. Any copies not manually signed must be 1549. In the name of the issuer and offering, any changes 1549 in Parts A and B. Part E and the Appendix need 1549 in Parts A and B. Part E and the Appendix need 1540 in Parts A and B. Part E and the Appendix need 1540 in Parts A dministrator in each state where sales are the exemption, a fee in the proper amount shall 1540 The Appendix to the notice constitutes a part of 1540 in Parts A dministrator in each state where sales are the exemption. Conversely, failure to file the 1540 in Parts A dministrator in each state where sales are the exemption. Conversely, failure to file the 1540 in Parts A dministrator in each state where sales are the exemption.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

4 1.4			1.0], Æ	NFORMAT	ION A'BOU	/T/OFFERI	NG		100	6,4	
	ıř							ļ	+ }	·	Yes	No
1. Has the	issuer sole	d, or does th	he issuer int					i	-			•
-	:	•			n Appendix		_	L			pr	
2. What is	the minim	ium investn	nent that wil	l be acce	epted from a	any indivi	dual?			•••••	. \$ N/A	<u>i</u>
2 D				-¢!	-1		•	1	ļ .		Yes	No
	1		t ownership						,		_	
commis If a per or state a broke	ssion or sim son to be lis s, list the na er or dealer	ilar remune sted is an as ame of the b , you may s	ration for each ration for so sociated persoroker or dea et forth the	licitatior son or ag ler. If m	n of purchase ent of a brok ore than five	ers in conn ker or deale e (5) perso	ection with er registered ns to be list	sales of s d with the ted are as	ecurities in t SEC and/or	the offering with a stat	g. e	
Full Name (***		در بن الشخص سال الـ الالتيا							معقدان دار الوعاد العميدات	و معید بورانی <u>ی شب پیند</u>	
Business or	Residence	Address (N	lumber and	Street C	ity State 7	'in Code)	*			· · · · · ·		<u>.</u>
Business or		Addiess (1	valloci alta		ity, State, z	ip code)						
Name of As	(red gray		anaman and an	MTALS ARE SHALLOW - ONE OW	s non-Tablesones mo	and the state of t		6- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1		valles as a - weeks	1
States in W	hich Persor	Listed Ha	s Solicited o	r Intend	s to Solicit	Purchasers	S					
(Check	"All State:	s" or check	individual S	States)					***************************************	• • • • • • • • • • • • • • • • • • • •	. [] Al	l States
AL	ΔK	ΛZ	AR	CA	[CO]	CT)	DE	DC I	FL	GΛ	· HI	Œ
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	\overline{WV}	WI	WY	PR
Full Name (Lost name	Gent leied	الميطنية					<u> </u>				
run Name (Last name	inst, ii ma	ividual)			· · · · · · · · · · · · · · · · · · ·						
Business or	Residence	Address (1	Number and	Street, C	City, State,	Zip Code)					- Andrews - Salaman	· · · · · · · · · · · · · · · · · · ·
		i u samurayan galar i n . C n	1 3 3 5 5 5 4 5 4 6	, 	mangan ngaran magantamangga ngaran ngaran ngaran ngaran ngaran ngaran ngaran	9	e di degrama provincia de la descripció de La descripció de la descripció		م این در این در است. محمدست، بیشند، بیزی، در است.	and the state of t		
Name of As	sociated Br	oker or De	aler									
4.					<u> </u>	ş + · ·	· • · • · •		-4		• • • •	
States in WI	nich Person	Listed Has	s Solicited o	r Intends	s to Solicit	Purchasers	5					
(Check	"All States	or check	individual S	states)		***************************************	***************************************				. [All	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	<u>OK</u>	OR	PA
RI	SC	SD	TN	TX	UT	VT	[VA]	WA	, WV	WI	WY .	PR
Full Name (Last name	first, if indi	ividual)		<u></u>							
			المراجعة المسادية المراجعة المسادية المسادية			T	m		TEL			
Business or	Residence	Address (1	Number and	Street, C	City, State, 2	Zip Code)						
	9	<u> </u>									٠	
Name of As	sociated Br	oker or De	aler		management of the second	· · · · · · · · · · · · · · · · · · ·	***********		1-37	entralis de la companya de la compa		
States in Wi								<u> </u>	1 -5c 1 /		# # J	- *:[
1		•	individual S								. All	States
AL	[AK]	ĀZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[ID]
IL	ĪN	IA	KS	KY	LA	ME	MD	MA	¹ MI	MN	MS	MO
MT	NE :	NV	NH	NJ	NM	NŸ	NC	ND	ОН	OK.	OR	PA
RI	(SC)	SD	TN	TX	ПТ	VT	VA	WA	WV	ſ₩Π	WY	वव

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

·Đ

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Enter the aggregate offering price of securities included in this offering and the total amount a sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering,	check	
	this box and indicate in the columns below the amounts of the securities offered for exchan	ge and	
•	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	s	\$
	Equity	s	s
	Common Preferred		
	Convertible Securities (including warrants)	S	s .
	Partnership Interests		\$ 5,050,000
	Other (Specify)		
	Total	1 Tar	\$ [5,050,000]
	Answer also in Appendix, Column 3, if filing under ULOE.	3 (2,020,000	\$ \(\frac{1}{2}\), \(\frac{1}\), \(\frac{1}\), \(\frac{1}{2}\), \(\frac{1}{2}\), \(\frac{1}
1	Enter the number of accredited and non-accredited investors who have purchased securities offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, it the number of persons who have purchased securities and the aggregate dollar amount opurchases on the total lines. Enter "0" if answer is "none" or "zero."	idicate	
		Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	3	\$ 5,050,000
	Non-accredited Investors		s Till
	Total (for filings under Rule 504 only)	Married States and States and Add	\$
	Answer also in Appendix. Column 4, if filing under ULOE.	!	<u> </u>
	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior first sale of securities in this offering. Classify securities by type listed in Part C — Questi		
	Type of Offering	Type of Security	Dollar Amount
	I Dialo Sils		Sold
	Rule 505		\$ Sold
	Regulation A		sold s
	Regulation A		\$ Solid So
4 :	Regulation A Rule 504 Total		\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expendi	of the asurer.	\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending known, furnish an estimate and check the box to the left of the estimate.	of the asurer.	\$ Solid So
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expendi	of the asurer.	\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending known, furnish an estimate and check the box to the left of the estimate.	of the asurer.	\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending thrown, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	of the isurer.	\$ S S S S S S S S S
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the interpretation may be given as subject to future contingencies. If the amount of an expending known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.	of the asurer. ture is	\$ S S S S S S S S S
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	of the issurer. ture is	\$ S S S S S S S S S
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending the nown, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	of the asurer. ture is	\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies. If the amount of an expending the normal formation is a subject to future contingencies.	of the asurer. ture is	\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending the nown, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	of the issurer. ture is	\$
	Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the amount of an expending the information may be given as subject to future contingencies. If the information may be given as subject to future contingencies. If the information may be given as subject to future contingencies. If the information may be given as subject to fut	of the asurer. ture is	\$

	COFFERINGERICE NUMBER OF INVESTORS, LEXIBERS ESANDUS	E/OF/PROGFEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Que and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjuste"	stion 1	¢ 15,042,750
5. I	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be useach of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjusted proceeds to the issuer set forth in response to Part C — Question 4.b above.	ate and	\$ 12.0.12.1.2.2
		Payments to Officers, Directors, & Affiliates	
	Salaries and fees	\$ <u></u>	_ s <u>.</u>
	Purchase of real estate		<u></u>
	Purchase, rental or leasing and installation of machinery and equipment	5	
1	Construction or leasing of plant buildings and facilities	5 \$	¬¬s
,	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another	,	The state of the s
	issuer pursuant to a merger)		_i
	Repayment of indebtedness	S	
	Working capital		★ \$ 5,042,750
1	Other (specify):	\$	_! \$
;		. 1	
1			<u> </u>
	Column Totals		\$ 5,042,750
	Total Payments Listed (column totals added)		5,042,750
	D. GEDERALSIGNATURE		
signa the ir	ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If this ture constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b) r (Print or Type)	Commission, upon writ	Rule 505, the following tten request of its staff
Para	digm Strategic Energy Fund II, LP	December 1,	2006
Name	e of Signer (Print or Type) Title of Signer (Print or Type)		
	hen D. Scott Manager of Paradigm Strategic Exploi	ration, LLC, its Gene	ral Partner
	the same of the sa	<u></u>	and the second s
		:	
		•	
		•	
		•	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE ŠIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	er has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned thorized person.
Issuer (l	Print or Type) Signature Date
Para	digm Strategic Energy Fund II, LP H
Name (I	Print or Type) Title (Print or Type)
Step	hen D. Scott Manager of Paradigm Strategic Exploration, LLC, its General Partner

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		t seed Japanese seed Youngs		AP	PENDIX :	1990 - 1970 - 19			
1	Intend to non-a investor	2 I to sell coredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	* * * *						,		1 · · · · · · · · · · · · · · · · · · ·
AK						1			
AZ!			and the control to th		-				
AR				, , , , , , , , , , , , , , , , , , ,		de la company de			<u> </u>
CA		with All I say	The state of the s	processing a construction	***	1	p= = =================================	e ne est and e ne e	
co	l'			-		per our seems as an inches that are g			1
CT !									1
DE		1 1					e constant of the second	was a second representation	l
DC	r	e per meri e E gjer maris	A STATE OF THE STA		The state of the s	A CONTRACTOR OF THE PARTY OF TH	1		
FL,				7				•	i
GA	, p				3 /	1			; · · · · · · · · · · · · · · · · · · ·
HI	* ***								
ID	2 m			And the second s					
IL	2. 2. 15							1	
IN		1	and the control of th				1		
IA	ti di		The second of th	A series of the	4		4		
KS	h	1.184 - Ay 1 1 1			parameter to a support to the		Carlo	The second secon	
KY	tum annig -a.		The second of department of the company of the second			And topological company of the control of the contr			
LA	1		As a financial management of the same of				pr	,	
ME			and desired a collection process and desired annual regions.	of the second se	Transferration of Angel in	per committee a propagation of committee of			
MD		1		1					
MA	100	to the second of		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			1		-
M		f inthe company of the first	t and the same of				A management of a second		ſ
MN	y 1	i			And the control of th		1		1,
MS		1 1	g it is a man was quantities and a man was a way	Tandama dan sa			g 7 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -		[

<u>a</u>,

				ARR	ENDIX				
1	Intend to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO.		1			**************************************				
MT		* 1							i.
NE	# 1 = # 1	1						,-	
NV	7	4	met and an artist and an artist and an artist and an artist and artist artist artist and artist ar						
NH			a grammage ou grander space			and a secondary many as	Arri la sala sala i ra		* Trades of all a s
NJ	and the second s				wage upon make of the capabilities and	,	1	; · · ·	
NM									
NY		, \$	1	1				y nem : Nem can nem as a c	
NC	;; ;;		en en en la				9 per ser 9		
ND	, reput		The second program of some assumptions and	Section Florence in the New York Control on the			t and the second		ال الماغمي
ОН	ر او چه ده		The state of the s		Manager on the second of			* * * · · · · · · · · · · · · · · · · ·	
ок	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	4					ومس بهای در بهای در	· · · · · · · · · · · · · · · · · · ·	
OR		+40 - 1 +4 1 - 4	E garage						in seasoning, the season
PA				Star of the family				ger ingermangen uinge ger	
RI	į	*****							** *****
sc		-11	A SACRAMAN AND AND AND AND AND AND AND AND AND A	magniture . e ii sprem ann :	Again Transcours Co.	A COMPAN AND COLOR OF COMPANY			
SD		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	THE THE TAIL THE STREET OF THE		4		mageningers in the last control of the last co		*
TN	رىقىت بىرىن ئىشلام يىرىدا	er gaar gebruik een b T		2			1		
TX		X	Limited Partner Interests; \$5,050,000	3	\$5,050,000	0	0	į	X
UΤ		and reduce and reserve	The Area Continues of Special description and man	5 5 5	chappy power of transportation of				
VT			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		Benedictude - prof. profes (Accommensury of	- CANADA (Andrews Control of Cont		, , , , , , , , , , , , , , , , , , , ,	
VA		*+=							
WA	7	4	1		Bassassen, op akter so		1		in agreement of announces.
wv		-	perio in de controlar in decade del sio institucione del			s spranger			No. Magdarane (A. C. A. C. Cons.)
WI	10 O	# # # # # # # # # # # # # # # # # # #	1 2 2 2	Service of the servic		metal home overer costs significant subsequent less and as as as as			

l	to non-a	to sell accredited is in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY	,	e daga din sami ini dag S	A TO THE MANAGEMENT OF THE PROPERTY OF THE PRO		10 may 10		y um sanaganas umarguum g	-	,	
PR	1			[1						